

Speed Skating Canada (SSC)
Governance SubCommittee
Terms of Reference

NAME

SSC Governance SubCommittee

MANDATE

To propose a new governance model for SSC that will achieve the following goals:

- Comply with the new Not-for-Profit Corporations Act (NPCA);
- Align with Sport Canada's Good Governance Principles;
- Provide an effective governance model to support SSC's strategic goals;
- Enable the most effective use of SSC's human resources (volunteers and staff).

For the purposes of this mandate and the work of this SubCommittee, 'governance model' is broadly defined and is understood to mean: articles of incorporation and bylaws; membership structure and classes; type of board (administrative board, management board or policy board), board composition, election and nomination system; committee structure and committee terms of reference; roles and responsibilities of board, committees and staff; reporting relationships within SSC.

KEY DUTIES

- Review research on governance carried out to date in the Canadian sport community, including principles of good governance developed recently by Sport Canada, to establish a reference point and context for this project.
- Review the Not for Profit Corporations Act (NPCA) and the potential impacts it will have on SSC's governance model.
- Review SSC's current governance model in light of potential NPCA requirements, Sport Canada expectations as well as organizational trends within the Canadian sport community.
- Consult with provincial/territorial branches, committees, other constituencies and external stakeholders to solicit feedback on governance issues and proposed governance models.
- Propose changes to SSC's governance model for the consideration of the Board and, where applicable, the members. This may entail changes to SSC Bylaws as well as SSC Procedures and Regulations.
- Ensure continued compliance with Canada Revenue Agency requirements for RCAA status in the governance review process.
- Determine the appropriate timeline for Board approval, and where applicable member approval, and for implementation and the transition to the new governance model and ultimately the new Act.

- Oversee the development and implementation of the appropriate communication strategy to support governance changes.
- Overall serve as 'champion' of the governance review process within SSC.

AUTHORITY

The SubCommittee will carry out its own research and consultations and will advise the Board of Directors on proposed governance changes. Those changes requiring member approval will ultimately be presented to the members for ratification.

COMPOSITION

Two Directors of SSC and up to three further members of SSC knowledgeable on governance matters, appointed by the Board. The SubCommittee will be supported in its role by the CEO and by other senior staff of SSC, and by an external governance consultant. The Sub-Committee will be chaired by a Director.

MEETINGS

The SubCommittee will meet by telephone as required. There may be opportunities for in-person meetings as part of the ongoing consultation process with provincial/territorial branches, committees, other constituencies and stakeholders.

RESOURCES

The SubCommittee will receive the necessary resources from SSC to fulfill its mandate. The SubCommittee may consult with other SSC members and with other governance experts as it sees fit.

REPORTING

The SubCommittee will regularly report to the Board. The recommendations of the SubCommittee requiring membership approval will be reported to the members for their ultimate ratification. It is anticipated that governance reforms will be implemented no later than the SSC Annual General Meeting of 2013, with transition to the new Act to occur before October, 2014 (the final deadline for continuance under the new Act).

APPROVAL

These Terms of Reference were approved by the SSC Board of Directors on September 10th, 2011 and were further modified by the SSC Board on October 25th, 2011.